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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: RUDNICK & WOLFE
CONTACT: JUDITH E COVEY
PHONE: (813)229-2111

EFFECTIVE DATE
2-10-92

FAX #: (850)922-4001

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FAX #: (813)229-1447

NAME: FLORIDA VACATION STATION, INC.
AUDIT NUMBER.....H97000011479
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
FLORIDA VACATION STATION, INC.

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EFFECTIVE DATE
7-10-97

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is Florida Vacation Station, Inc.

II.

Term of Existence

The date when corporate existence will commence is July 10, 1997 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

III.

Principal Office

The principal office and mailing address of the Corporation is 2345 Sandlake Road, Suite 100, Orlando, Florida 32809.

IV.

Capital Stock

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

Prepared by: David A. Beyer
Florida Bar No. 0349844
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**VI.
Directors**

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The name and address of the initial director of the Corporation, who will serve until her successor is duly elected and qualified, are:

Name

Deborah L. Linden

Address2345 Sandlake Road, Suite 100
Orlando, Florida 32809**VII.
Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

Name

David A. Beyer

Addressc/o Rudnick & Wolfe
101 East Kennedy Boulevard
Suite 2000
Tampa, Florida 33602**VIII.
Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**IX.
Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

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X.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XI.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 10, 1997.


DAVID A. BEYER, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 10, 1997.


DAVID A. BEYER

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CONSENT TO USE OF NAME

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ISLAND ONE, INC. (the "Owner"), the owner of the Florida trademark "Florida Vacation Station" and design consents to use of the name for the formation of the corporation, Florida Vacation Station, Inc., by the incorporator, David A. Beyer, with Deborah L. Linden as the sole director. The Corporation will be affiliated with Owner.

Dated this July 10, 1997.

ISLAND ONE, INC.

By: 

Deborah L. Linden, President

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